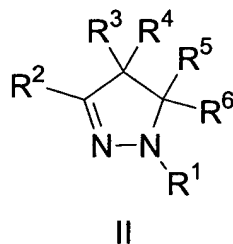


**In the claims:**

1. (cancelled)
2. (cancelled)
3. (Currently amended) A compound of the Formula II,



wherein:

a is 0 or 1;  
 b is 0 or 1;  
 m is 0, 1, or 2;  
 n is 0 to 2;

R<sup>1</sup> is selected from:

- 1) (C=O)C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)aryl,
- 3) (C=O)C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) (C=O)C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 6) (C=O)heterocyclyl,
- 7) (C=O)OC<sub>1</sub>-C<sub>10</sub> alkyl, and
- 8) (C=O)NR<sup>7</sup>R<sup>8</sup>,
- 9) —SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,
- 10) —SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 11) —SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> aryl,
- 12) —SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>7</sup>; or

R<sup>2</sup> is selected from: phenyl;

- 1) — ~~C<sub>1</sub>-C<sub>10</sub> alkyl~~,
- 2) — ~~aryl~~,
- 3) — ~~C<sub>2</sub>-C<sub>10</sub> alkenyl~~,
- 4) — ~~C<sub>2</sub>-C<sub>10</sub> alkynyl~~,
- 5) — ~~C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl~~,
- 6) — ~~C<sub>1</sub>-C<sub>6</sub> aralkyl~~,
- 7) — ~~C<sub>3</sub>-C<sub>8</sub> cycloalkyl~~, and
- 8) — ~~heterocyclyl~~,

said ~~phenyl alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl~~ is optionally substituted with one or more substituents selected from R<sup>7</sup>, provided that the substituents are not a heterocyclyl;

R<sup>3</sup> and R<sup>4</sup> are hydrogen;

R<sup>5</sup> is and R<sup>6</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) — ~~aryl~~,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl, and
- 7) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 8) — ~~C<sub>3</sub>-C<sub>8</sub> cycloalkyl~~, and
- 9) — ~~heterocyclyl~~,

said alkyl, ~~aryl~~, alkenyl, alkynyl, ~~cycloalkyl~~, and aralkyl ~~and heterocyclyl~~ is optionally substituted with one or more substituents selected from R<sup>7</sup>;

R<sup>6</sup> is phenyl:

said phenyl is optionally substituted with one or more substituents selected from R<sup>7</sup>, provided that the substituents are not a heterocyclyl;

R<sup>7</sup> is:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,

- 5)  $(\text{C}=\text{O})_a\text{O}_b$  heterocyclyl,
- 6)  $\text{CO}_2\text{H}$ ,
- 7) halo,
- 8)  $\text{CN}$ ,
- 9)  $\text{OH}$ ,
- 10)  $\text{O}_b\text{C}_1\text{-C}_6$  perfluoroalkyl,
- 11)  $\text{O}_a(\text{C}=\text{O})_b\text{NR}^9\text{R}^{10}$ ,
- 12)  $\text{S}(\text{O})_m\text{R}^a$ ,
- 13)  $\text{S}(\text{O})_2\text{NR}^9\text{R}^{10}$ ,
- 14) oxo,
- 15)  $\text{CHO}$ ,
- 16)  $(\text{N}=\text{O})\text{R}^9\text{R}^{10}$ , or
- 17)  $(\text{C}=\text{O})_a\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from  $\text{R}^8$ ;

$\text{R}^8$  is selected from:

- 1)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})$ alkyl, wherein r and s are independently 0 or 1,
- 2)  $\text{O}_r(\text{C}_1\text{-C}_3)$ perfluoroalkyl, wherein r is 0 or 1,
- 3) oxo,
- 4)  $\text{OH}$ ,
- 5) halo,
- 6)  $\text{CN}$ ,
- 7)  $(\text{C}_2\text{-C}_{10})$ alkenyl,
- 8)  $(\text{C}_2\text{-C}_{10})$ alkynyl,
- 9)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)$ cycloalkyl,
- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene-aryl,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene-heterocyclyl,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene- $\text{N}(\text{R}^b)_2$ ,
- 13)  $\text{C}(\text{O})\text{R}^a$ ,
- 14)  $(\text{C}_0\text{-C}_6)$ alkylene- $\text{CO}_2\text{R}^a$ ,
- 15)  $\text{C}(\text{O})\text{H}$ ,
- 16)  $(\text{C}_0\text{-C}_6)$ alkylene- $\text{CO}_2\text{H}$ , and
- 17)  $\text{C}(\text{O})\text{N}(\text{R}^b)_2$ ,
- 18)  $\text{S}(\text{O})_m\text{R}^a$ , and
- 19)  $\text{S}(\text{O})_2\text{NR}^9\text{R}^{10}$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from  $R^b$ , OH,  $(C_1-C_6)$ alkoxy, halogen,  $CO_2H$ , CN,  $O(C=O)C_1-C_6$  alkyl, oxo, and  $N(R^b)_2$ ;

$R^9$  and  $R^{10}$  are independently selected from:

- 1) H,
- 2)  $(C=O)O^bC_1-C_{10}$  alkyl,
- 3)  $(C=O)O^bC_3-C_8$  cycloalkyl,
- 4)  $(C=O)O^b$ aryl,
- 5)  $(C=O)O^b$ heterocyclyl,
- 6)  $C_1-C_{10}$  alkyl,
- 7) aryl,
- 8)  $C_2-C_{10}$  alkenyl,
- 9)  $C_2-C_{10}$  alkynyl,
- 10) heterocyclyl,
- 11)  $C_3-C_8$  cycloalkyl,
- 12)  $SO_2R^a$ , and
- 13)  $(C=O)NR^b_2$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from  $R^8$ , or

$R^9$  and  $R^{10}$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from  $R^8$ ;

$R^a$  is  $(C_1-C_6)$ alkyl,  $(C_3-C_6)$ cycloalkyl, aryl, or heterocyclyl; and

$R^b$  is H,  $(C_1-C_6)$ alkyl, aryl, heterocyclyl,  $(C_3-C_6)$ cycloalkyl,  $(C=O)OC_1-C_6$  alkyl,  $(C=O)C_1-C_6$  alkyl or  $S(O)_2R^a$ .

4. (Currently amended) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

$R^1$  is selected from:

- 1)  $(C=O)C_1-C_{10}$  alkyl,

- 2) (C=O)aryl,
- 3) (C=O)C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)heterocyclyl, and
- 5) (C=O)OC<sub>1</sub>-C<sub>10</sub> alkyl,
- 6) —SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>, and
- 7) —SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one, two or three substituents selected from R<sup>7</sup>;

R<sup>2</sup> is phenyl selected from:

- 1) —C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) —aryl, and
- 3) —heteroaryl,

said phenyl alkyl, aryl and heteroaryl is optionally substituted with one or more substituents selected from R<sup>7</sup>, provided that the substituents are not a heterocyclyl;

R<sup>3</sup> and R<sup>4</sup> are hydrogen; ~~independently selected from:~~

- 1) —H, and
- 2) —C<sub>1</sub>-C<sub>10</sub> alkyl,

~~said alkyl is optionally substituted with one or more substituents selected from R<sup>7</sup>; and~~

R<sup>5</sup> and R<sup>6</sup> ~~are independently~~ is selected from:

- 1) H, and
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) —aryl, and
- 4) —heterocyclyl,

said alkyl, aryl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>7</sup>;

R<sup>6</sup> is phenyl:

said phenyl is optionally substituted with one or more substituents selected from R<sup>7</sup>, provided that the substituents are not a heterocyclyl;

and R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, R<sup>a</sup> and R<sup>b</sup> are as described in Claim 2 3.

5. (cancelled) .

6. (Currently amended) A compound selected from:

3-[1-acetyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[3-(2-chlorophenyl)-1-isobutyryl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2-chlorophenyl)-5-methyl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(3-bromophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,3-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,5-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Propionyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Isobutyryl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-Acetyl-3-(2-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(3-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(4-fluoro-3-hydroxyphenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-{{[3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}piperazine

3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(3-hydroxyphenyl)-N,N-dimethyl-4,5-dihydro-1H-pyrazole-1-carboxamide

4-{{[3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}morpholine

3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-(2,5-difluorophenyl)- N,N-diethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazole

3-[3-(2-fluoro-5-methylphenyl)-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-[1-(azetidin-1-ylcarbonyl)-3-(5-chloro-2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-(1-{[3-(5-chloro-2-fluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}piperidin-2-yl)-N,N-dimethylmethanamine

~~3-(2,5-difluorophenyl)-1,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole~~

1-acetyl-3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-N,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N,N,5-trimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-ethyl-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(hydroxymethyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-methyl-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-1,5-dimethyl-5-(3-hydroxyphenyl)-4,5-dihydro-1H-pyrazole

ethyl [3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl [3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl 2-[3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]propanoate

3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

3-(2,5-difluorophenyl)-1-(methylsulfonyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-5-[3-(dimethylamino)propyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-{3-[(1H-imidazol-2-ylcarbonyl)amino]propyl}-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(2-aminoethyl)-3-(2,5-difluorophenyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminopropyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminobutyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[3-(benzoylamino)propyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylamino)butyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylnitro)but-1-yl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[4-(benzylamino)butyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide



3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide

3-[1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-ol

3-[1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-ol

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

3-[3-(5-chloro-2-fluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

N-{3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propyl} guanidine

5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-[3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]-1-methylpropylamine

3-[3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]-1-(trifluoromethyl)propylamine

1-acetyl-3-(2,5-difluorophenyl)-4-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (original) A compound selected from:

1-{{3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl}carbonyl}piperazine TFA salt,

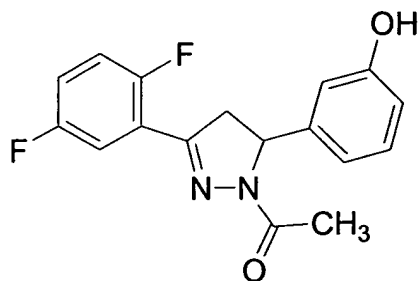
3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide bis TFA salt,

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine hydrochloride salt, and

N-{3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propyl}guanidine TFA salt.

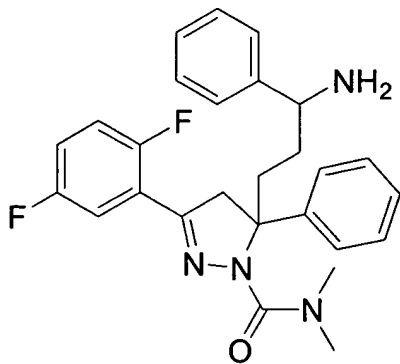
8. (Currently amended) The compound according to Claim 3 6 which is selected from:

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

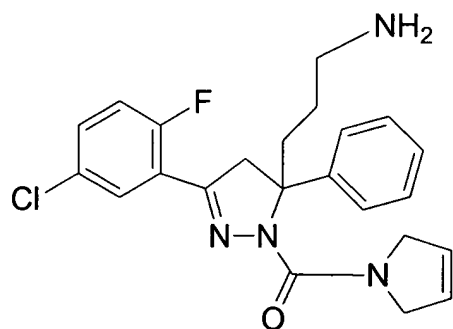


5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

~~3-(2,5-difluorophenyl)-5-(3-hydroxy-3-phenylpropyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide~~

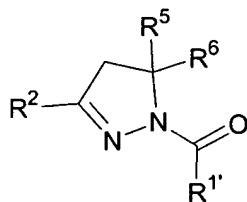


3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

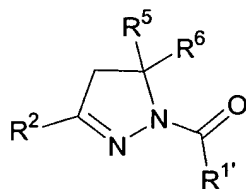


or a pharmaceutically acceptable salt or stereoisomer thereof.

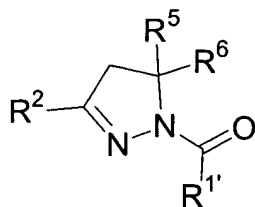
9. (original) A compound selected from:



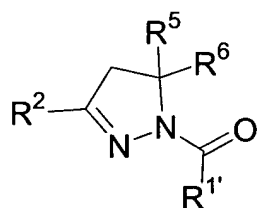
$R^2$	$R^5$	$R^6$	$R^{1'}$
2,5-dichlorophenyl	H	Ph	NMe <sub>2</sub>
2-fluoro-5-cyanophenyl	H	Ph	NMe <sub>2</sub>
2-fluoro-5-bromophenyl	H	Ph	NMe <sub>2</sub>
2-fluoro-5-hydroxymethylphenyl	H	Ph	NMe <sub>2</sub>
2-fluoro-5-chlorophenyl	H	Ph	NMe <sub>2</sub>
2-fluoro-5-nitrophenyl	H	Ph	NMe <sub>2</sub>
4-pyridyl	H	Ph	NMe <sub>2</sub>
3-pyridyl	H	Ph	NMe <sub>2</sub>
2-pyridyl	H	Ph	NMe <sub>2</sub>
isopropyl	H	Ph	NMe <sub>2</sub>
tert-butyl	H	Ph	NMe <sub>2</sub>
cyclopropyl	H	Ph	NMe <sub>2</sub>
isobutyl	H	Ph	NMe <sub>2</sub>
1-imidazolyl	H	Ph	NMe <sub>2</sub>
2-imidazolyl	H	Ph	NMe <sub>2</sub>
2-thiazolyl	H	Ph	NMe <sub>2</sub>



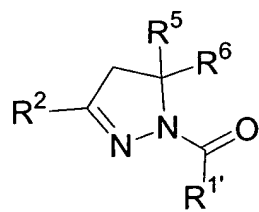
R <sup>2</sup>	R <sup>5</sup>	R <sup>6</sup>	R <sup>1'</sup>
2-oxazolyl	H	Ph	NMe <sub>2</sub>
3-isoxazolyl	H	Ph	NMe <sub>2</sub>
2-furanyl	H	Ph	NMe <sub>2</sub>
3-furanyl	H	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-hydroxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	4-hydroxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-aminophenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-(acetylamino)phenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-carboxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-tetrazolylphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	4-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	2-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	2-pyrimidinyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	6-indolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	4-indolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	6-benzimidazolyl	NMe <sub>2</sub>
2,5-difluoropheny	H	1-imidazolyl	NMe <sub>2</sub>



$R^2$	$R^5$	$R^6$	$R^{1'}$
2,5-difluorophenyl	H	2-imidazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	2- thiazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	2-oxazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-isoxazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	2-furanyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	3-furanyl	NMe <sub>2</sub>
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

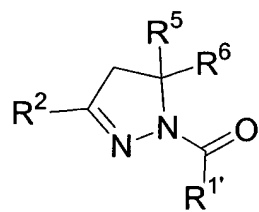


$R^2$	$R$	$R^6$	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

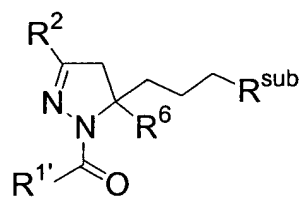


$R^2$	$R^5$	$R^6$	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

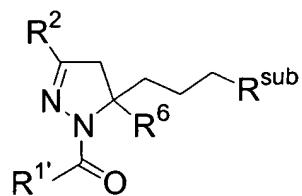




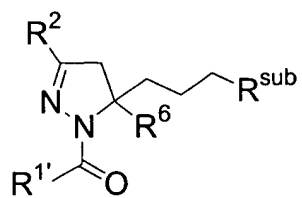
$R^2$	$R^5$	$R^6$	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	



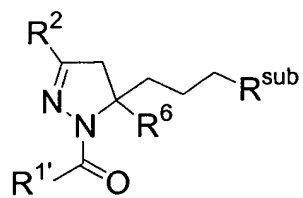
$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	



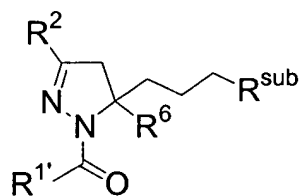
$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	$NH_2$	Ph	
2,5-difluorophenyl	$NH_2$	Ph	
2,5-difluorophenyl	$NH_2$	Ph	
2,5-difluorophenyl	$NH_2$	Ph	
2,5-difluorophenyl	$NH_2$	Ph	



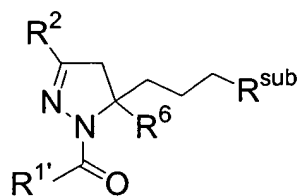
$R^2$	$R^{\text{sub}}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	$\text{NH}_2$	Ph	
2,5-difluorophenyl	$\text{NH}_2$	Ph	
2,5-difluorophenyl	$\text{NH}_2$	Ph	
2,5-difluorophenyl	$\text{NH}_2$	Ph	
2,5-difluorophenyl	$\text{NH}_2$	Ph	



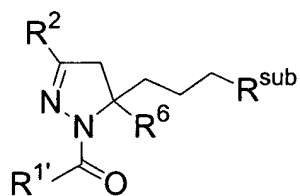
$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	
2,5-difluorophenyl	NH <sub>2</sub>	Ph	



$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	NH <sub>2</sub>	3-hydroxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	4-hydroxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-aminophenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-(acetylamino)phenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-carboxyphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-tetrazolylphenyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	4-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-pyridyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-pyrimidinyl	NMe <sub>2</sub>

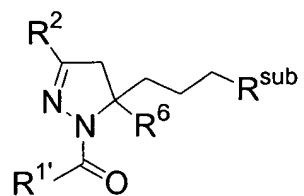


$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	NH <sub>2</sub>	6-indolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	4-indolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	6-benzimidazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	1-imidazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-imidazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-thiazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-oxazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-isoxazolyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	2-furanyl	NMe <sub>2</sub>
2,5-difluorophenyl	NH <sub>2</sub>	3-furanyl	NMe <sub>2</sub>

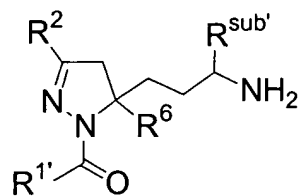


$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
2,5-dichlorophenyl	$NH_2$	Ph	$NMe_2$
2-fluoro-5-cyanophenyl	$NH_2$	Ph	$NMe_2$
2-fluoro-5-bromophenyl	$NH_2$	Ph	$NMe_2$
2-fluoro-5-hydroxymethylphenyl	$NH_2$	Ph	$NMe_2$
2-fluoro-5-chlorophenyl	$NH_2$	Ph	$NMe_2$
2-fluoro-5-nitrophenyl	$NH_2$	Ph	$NMe_2$
4-pyridyl	$NH_2$	Ph	$NMe_2$
3-pyridyl	$NH_2$	Ph	$NMe_2$
2-pyridyl	$NH_2$	Ph	$NMe_2$

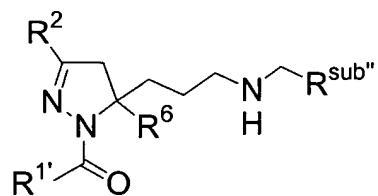




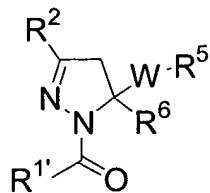
$R^2$	$R^{sub}$	$R^6$	$R^{1'}$
isopropyl	$NH_2$	Ph	$NMe_2$
tert-butyl	$NH_2$	Ph	$NMe_2$
cyclopropyl	$NH_2$	Ph	$NMe_2$
isobutyl	$NH_2$	Ph	$NMe_2$
1- imidazolyl	$NH_2$	Ph	$NMe_2$
2-imidazolyl	$NH_2$	Ph	$NMe_2$
2- thiazolyl	$NH_2$	Ph	$NMe_2$
2-oxazolyl	$NH_2$	Ph	$NMe_2$
3-isoxazolyl	$NH_2$	Ph	$NMe_2$
2-furanyl	$NH_2$	Ph	$NMe_2$
3-furanyl	$NH_2$	Ph	$NMe_2$



$R^2$	$R^{sub'}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-nitrophenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	CO <sub>2</sub> Me	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	3-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	2-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	2-imidazolyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	CONH <sub>2</sub>	Ph	NMe <sub>2</sub>



$R^2$	$R^{sub''}$	$R^6$	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-nitrophenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	CO <sub>2</sub> Me	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	3-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	2-pyridyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	2-imidazolyl	Ph	NMe <sub>2</sub>
2,5-difluorophenyl	4-cyanophenyl	Ph	NMe <sub>2</sub>



$R^2$	$W-R^5$	$R^6$	$R^{1'}$
2,5-difluorophenyl	$-\text{CH}_2\text{CF}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{OCH}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{CH}_2\text{CH}(\text{CHF}_2)\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{S}(\text{O})_2\text{CH}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{OCF}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{CH}_2\text{CF}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}(\text{CHF}_2)\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{CH}(\text{OH})\text{CH}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{CH}(\text{OH})\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$
2,5-difluorophenyl	$-\text{CH}_2\text{C}(\text{O})\text{CH}_2\text{CH}_2\text{NH}_2$	Ph	$\text{NMe}_2$

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 3 and a pharmaceutically acceptable carrier.

11. (Currently amended) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1 3.

12. (original) A method of treating cancer or preventing cancer in accordance with Claim 11 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

13. (original) A method of treating or preventing cancer in accordance with Claim 11 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

14. (cancelled)

15. (Currently amended) The composition of Claim 9 10 further comprising a second compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor, and
- 11) a PPAR- $\gamma$  agonist,
- 12) a PPAR- $\delta$  agonists;
- 13) an inhibitor of cell proliferation and survival signaling, and
- 14) an agent that interferes with a cell cycle checkpoint.

16. (original) The composition of Claim 15, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon- $\alpha$ , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole,

combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, and an antibody to VEGF.

17. (cancelled)

18. (cancelled)

19. (cancelled)

20. (cancelled)

21. (cancelled)

22. (cancelled)

23. (Currently amended) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 3 in combination with radiation therapy.

24. (Currently amended) A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 3 in combination with a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- $\gamma$  agonists,
- 12) PPAR- $\delta$  agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,

- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

25. (Currently amended) A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 3 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- $\gamma$  agonists,
- 12) PPAR- $\delta$  agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

26. (cancelled)

27. (cancelled)

28. (cancelled)

29. (cancelled)

30. (cancelled)

31. (cancelled)

32. (cancelled)

33. (cancelled)

34. (cancelled)

35. (Currently amended) A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1 3.

36. (Currently amended) A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1 3.